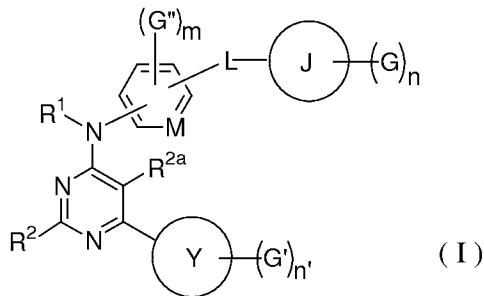


AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Previously Presented) A compound having the structure



wherein

R^1 represents H, (C_1-C_3) alkyl, or cyclopropyl;

R^2 represents (C_1-C_3) alkyl, cyclopropyl, $O(C_1-C_3)$ alkyl, or NR^3R^4

wherein R^3 and R^4 are H, (C_1-C_3) alkyl, or cyclopropyl;

R^{2a} represents H or halogen;

M represents CH or N;

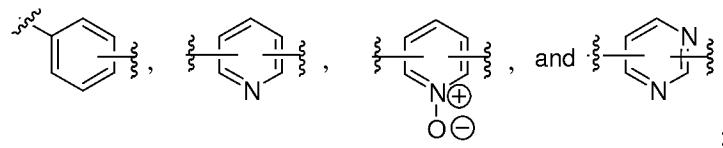
L represents a carbonyl group, O, NR^5 , CR^6R^7 , or (C_2-C_3) alkylenyl which is optionally substituted up to twice by groups independently selected from halogen and OH;

wherein

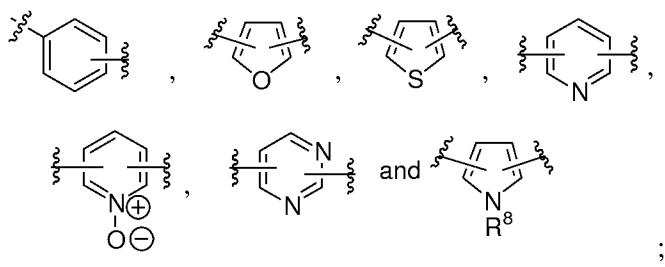
R^5 is H or (C_1-C_3) alkyl; and

R^6 and R^7 are independently H, CH_3 , halogen, or OH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



wherein R^8 represents H or (C_1-C_3) alkyl;

G'' represents a substituent selected from the group consisting of (C_1-C_3) alkyl,

cyclopropyl, $O(C_1-C_3)$ alkyl, halogen, CF_3 , CN and CO_2R^9 ;

wherein

R^9 represents H or (C_1-C_3) alkyl; and

m represents the number of substituents G'' , and is 0, 1, or 2;

G represents a substituent located on ring J ;

G' represents a substituent located on ring Y ;

n represents the number of substituents G ; and

n' represents the number of substituents G' ;

n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers $G1-G2$, to a maximum total of 4 substituents on rings J and Y ,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers $G3-G11$, to a maximum total of 3 substituents on rings J and Y , and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers $G12-G37$;

and subject to the further provisos

- 4) when J is phenyl, G is other than OH or alkylthio; and when J is phenyl or pyridyl, n is 1, 2, or 3;
- 5) when J is phenyl, and G is $G4$ shown below, then R^2 is NR^3R^4 ;

G and G' moieties are independently selected from the group consisting of:

G1) halogen;

G2) $O(C_1\text{-}C_4)\text{alkyl}$ which optionally is substituted up to two times by $O(C_1\text{-}C_2)\text{alkyl}$;

G3) OH ;

G4) $(C_1\text{-}C_5)\text{alkyl}$, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;

G5) OCF_3 ;

G6) $NHC(O)(C_1\text{-}C_3)\text{alkyl}$;

G7) $NHSO_2(C_1\text{-}C_3)\text{alkyl}$;

G8) $NR^{10}R^{11}$, wherein

R^{10} and R^{11} are independently selected from
H,

CH_3 ,

cyclopropyl,

benzyl,

$NR^{12}R^{13}$ wherein

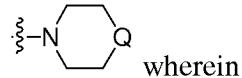
R^{12} and R^{13} are independently H or $(C_1\text{-}C_3)\text{alkyl}$, provided that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,

and

$(C_2\text{-}C_4)\text{alkyl}$ which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, $O(C_1\text{-}C_3)\text{alkyl}$, and $NR^{14}R^{15}$, wherein

R^{14} and R^{15} are independently H or $(C_1\text{-}C_3)\text{alkyl}$, or

R^{14} and R^{15} can join to form a heterocycle of formula



wherein
Q represents CH_2 , O, or NR^{16} , and

R^{16} represents H or (C_1-C_3) alkyl,

or

R^{10} and R^{11} may be joined to form a saturated 5-6-membered

N-containing ring which is optionally substituted up to two times
by

OH,

$NR^{17}R^{18}$, wherein

R^{17} and R^{18} are H or (C_1-C_3) alkyl,

or by

(C_1-C_3) alkyl which is optionally substituted up to two times by
halogen, OH, or $O(C_1-C_3)$ alkyl;

G9) $(CH_2)_a-NR^{19}R^{20}$ wherein

R^{19} and R^{20} are independently H, (C_1-C_5) alkyl, or

(C_3-C_6) cycloalkyl, or may be joined to form a saturated 5-
6-membered N-containing ring; and

the subscript "a" is an integer of 1-4;

G10) $(CH_2)_b-N(CH_2)_cQ'$ wherein

Q' is O or NR^{21} ;

R^{21} is H, (C_1-C_3) alkyl, or cyclopropyl; and

the subscript "b" is an integer of 1-3;

G11) $CH_2NR^{22}(CH_2)_cOCH_3$ wherein

R^{22} is H, (C_1-C_3) alkyl, or cyclopropyl; and

the subscript "c" is an integer of 2-4;

G12) $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$ wherein
 R^{23} and R^{24} independently represent H, CH_3 , or $(\text{C}_2\text{-C}_4)\text{alkyl}$
 which may optionally be substituted once by OH or
 $\text{NR}^{25}\text{R}^{26}$, wherein
 R^{25} and R^{26} independently represent H or
 $(\text{C}_1\text{-C}_3)\text{alkyl}$;

G13) CN;

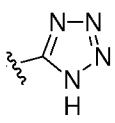
G14) NO_2 ;

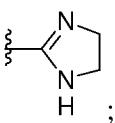
G15) cyclopropyl;

G16) OR^{27} , wherein
 R^{27} represents phenyl or benzyl;

G17) $\text{S}(\text{C}_1\text{-C}_3)\text{alkyl}$;

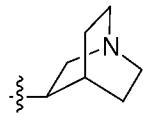
G18) $\text{CH}=\text{CH}-(\text{CH}_2)_{1-3}\text{-OR}^5$; wherein
 R^5 represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$;

G19)  ;

G20)  ;

G21) $\text{C}(\text{O})\text{NR}^{28}\text{R}^{29}$, wherein
 R^{28} and R^{29} are independently selected from
 H,

cyclopropyl, provided that both R²⁸ and R²⁹ are not simultaneously cyclopropyl,



, provided that this group does not constitute both R²⁸ and R²⁹ simultaneously,

and

(C₁-C₃)alkyl which is optionally substituted up to two times by OH;

or

R²⁸ and R²⁹ may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by OH, or by (C₁-C₃)alkyl which in turn is optionally substituted up to two times by OH or O(C₁-C₃)alkyl;

G22) $\frac{1}{2}-\text{N}(\text{C}_1\text{-C}_3\text{)alkyl}-\text{Q}''$ wherein

Q'' is O or NR³⁰, and

R³⁰ is

H,

cyclopropyl, or

(C₁-C₃)alkyl which is optionally substituted once by

halogen, OH, or O(C₁-C₃)alkyl;

G23) O-(CH₂)_d-NR³¹R³² wherein

R³¹ and R³² are independently H, (C₁-C₃)alkyl, or cyclopropyl, or

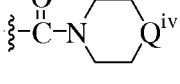
may be joined to form a saturated 5-6-membered

N-containing ring; and

the subscript "d" is an integer of 2-4;

G24) O-(CH₂)_e-N(C₁-C₃)-Q''' wherein

the subscript "e" is an integer of 2-3; and
 Q''' is O or NR^{33} ; and
 R^{33} is H, (C_1 - C_3)alkyl, or cyclopropyl;

G25)  wherein
 Q^{iv} is O or NR^{34} ; and
 R^{34} is H, (C_1 - C_3)alkyl, or cyclopropyl;

G26) $C(O)NR^{35}(CH_2)_fOR^{36}$ wherein
 R^{35} is H, (C_1 - C_3)alkyl, or cyclopropyl;
 R^{36} is (C_1 - C_6)alkyl optionally substituted up to two times by
halogen, OH, or $O(C_1$ - $C_3)$ alkyl, and
the subscript "f" is an integer of 2-4;

G27) CO_2R^{37} wherein
 R^{37} is H or (C_1 - C_3)alkyl;

G28) phenyl, which is optionally substituted by up to 2 groups selected from
halogen, (C_1 - C_3)alkyl, OR^{38} , CN, CF_3 , and $NR^{39}R^{40}$
wherein
 R^{38} represents H or (C_1 - C_3)alkyl; and
 R^{39} and R^{40} represent H or (C_1 - C_3)alkyl;

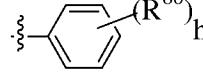
G29) $NR^{41}SO_2NR^{42}R^{43}$ wherein
 R^{41} represents H, or (C_1 - C_4)alkyl, and
 R^{42} and R^{43} independently represent H, CH_3 , or (C_2 - C_3)alkyl
which may optionally be substituted once by -OH or
 $NR^{44}R^{45}$, wherein
 R^{44} and R^{45} independently represent H or
(C_1 - C_3)alkyl;

G30) $\text{OC(O)-CH}_2\text{-NR}^{46}\text{R}^{47}$ wherein
 R^{46} and R^{47} independently represent H, $(\text{C}_1\text{-C}_3)\text{alkyl}$, or
 $\text{CO}_2(\text{t-butyl})$, provided that R^{46} and R^{47} are not both
simultaneously $\text{CO}_2(\text{t-butyl})$;

G31) $\text{N}(\text{R}^{48})\text{C(O)R}^{49}$ wherein
 R^{48} represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$; and
 R^{49} represents
 $(\text{CH}_2)_{1\text{-}3}\text{-CO}_2\text{H}$,
 $\text{O}(\text{C}_2\text{-C}_4)\text{alkyl}$,
 $(\text{CH}_2)_{1\text{-}4}\text{-NR}^{50}\text{R}^{51}$ wherein
 R^{50} and R^{51} independently represent H or
 $(\text{C}_1\text{-C}_3)\text{alkyl}$, or
 $\text{CH}(\text{R}^{52})\text{-NR}^{53}\text{R}^{54}$ wherein
 R^{52} represents $(\text{CH}_2)_{1\text{-}4}\text{-NH}_2$, CH_2OH ,
 $\text{CH}(\text{CH}_3)\text{OH}$, or $(\text{C}_1\text{-C}_3)\text{alkyl}$; and
 R^{53} and R^{54} independently represent H or
 $(\text{C}_1\text{-C}_3)\text{alkyl}$;

G32) $\text{C(O)-(C}_1\text{-C}_3\text{)alkyl}$;

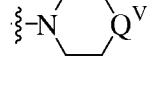
G33) $(\text{CH}_2)_g\text{-N}(\text{R}^{55})\text{-C(O)-R}^{56}$ wherein
 g represents 1, 2, or 3;
 R^{55} represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$;
 R^{56} represents
 $(\text{C}_1\text{-C}_3)\text{alkyl}$ optionally substituted up to two times by
 OR^{57} or $\text{NR}^{58}\text{R}^{59}$, wherein
 R^{57} represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$, and
 R^{58} and R^{59} each represents H or
 $(\text{C}_1\text{-C}_3)\text{alkyl}$,

or R^{56} represents  h wherein
 R^{60} represents halogen, (C_1-C_3) alkyl, $O(C_1-C_3)$ alkyl, CN, OH, CF_3 , or $NR^{61}R^{62}$, wherein
 R^{61} and R^{62} represent H or (C_1-C_3) alkyl; and
 h represents 0, 1, or 2;

G34) $(CH_2)_i-N(R^{63})-C(O)-NR^{64}R^{65}$ wherein

i represents 1, 2, or 3;
 R^{63} represents H or (C_1-C_3) alkyl;
 R^{64} and R^{65} each represents H or (C_1-C_3) alkyl;

or

R^{64} and R^{65} may be joined to form  wherein
 Q^V represents CH_2 , O or NR^{66} wherein
 R^{66} represents H or (C_1-C_3) alkyl;

G35) $(CH_2)_j-N(R^{67})-SO_2-\overset{H}{\underset{R^{68}}{\text{N}}}\backslash$
 R^{68} wherein

j represents 1, 2, or 3;
 R^{67} represents H or (C_1-C_3) alkyl; and
 R^{68} represents H or (C_1-C_3) alkyl;

G36) $(CH_2)_k-N(R^{69})-SO_2-R^{70}$ wherein

k represents 1, 2, or 3;
 R^{69} represents H or (C_1-C_3) alkyl; and
 R^{70} represents (C_1-C_4) alkyl, or phenyl which is optionally substituted up to perhalo by halogen or up to three times by OR^{71} , CN, CF_3 , or $NR^{72}R^{73}$, wherein
 R^{71} represents H or (C_1-C_3) alkyl; and
 R^{72} and R^{73} each represents H or (C_1-C_3) alkyl;

G37) $\text{CH}=\text{CH}-(\text{CH}_2)_{1-3}\text{-NR}^{74}\text{R}^{75}$ wherein
 R^{74} and R^{75} represent H or $(\text{C}_1\text{-C}_3)\text{alkyl}$;

or a pharmaceutically acceptable salt or stereoisomer thereof.

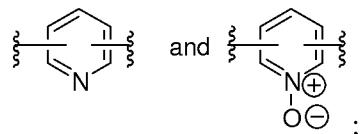
2. (Original) The compound of claim 1

wherein

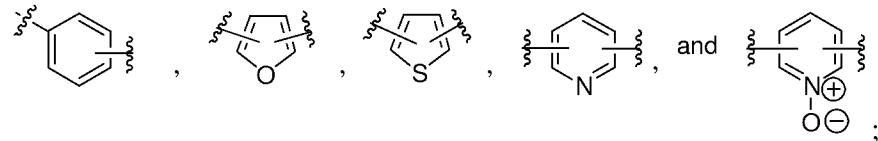
R^1 represents H;

M represents CH;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G13, G22, G29, and G31;

and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

- G1) halogen ;

G2) $O(C_1\text{-}C_4)\text{alkyl}$ which optionally is substituted up to two times by $O(C_1\text{-}C_2)\text{alkyl}$;

G3) OH ;

G4) $(C_1\text{-}C_5)\text{alkyl}$, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;

G5) OCF_3 ;

G8) $NR^{10}R^{11}$, wherein

R^{10} and R^{11} are independently selected from

H,

CH_3 ,

cyclopropyl,

benzyl,

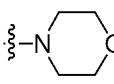
$NR^{12}R^{13}$ wherein

R^{12} and R^{13} are independently H or $(C_1\text{-}C_3)\text{alkyl}$, provided that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,

and

$(C_2\text{-}C_4)\text{alkyl}$ which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, $O(C_1\text{-}C_3)\text{alkyl}$, and $NR^{14}R^{15}$, wherein

R^{14} and R^{15} are independently H or $(C_1\text{-}C_3)\text{alkyl}$, or R^{14} and R^{15} can join to form a heterocycle of

formula  wherein

Q represents CH_2 , O, or NR^{16} , and

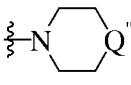
R^{16} represents H or $(C_1\text{-}C_3)\text{alkyl}$,

or

R^{10} and R^{11} may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by OH,
 $NR^{17}R^{18}$, wherein
 R^{17} and R^{18} are H or (C_1-C_3) alkyl,
or by
 (C_1-C_3) alkyl which is optionally substituted up to two times by halogen, OH, or $O(C_1-C_3)$ alkyl;

G12) $OSO_2NR^{23}R^{24}$ wherein
 R^{23} and R^{24} independently represent H, CH_3 , or (C_2-C_4) alkyl
which may optionally be substituted once by OH or
 $NR^{25}R^{26}$, wherein
 R^{25} and R^{26} independently represent H or
 (C_1-C_3) alkyl;

G13) CN;

G22)  wherein
 Q'' is O or NR^{30} , and
 R^{30} is
H,
cyclopropyl, or
 (C_1-C_3) alkyl which is optionally substituted once by
halogen, OH, or $O(C_1-C_3)$ alkyl;

G29) $NR^{41}SO_2NR^{42}R^{43}$ wherein
 R^{41} represents H, or (C_1-C_4) alkyl, and

R^{42} and R^{43} independently represent H, CH_3 , or $(C_2-C_3)alkyl$

which may optionally be substituted once by -OH or

$NR^{44}R^{45}$, wherein

R^{44} and R^{45} independently represent H or

$(C_1-C_3)alkyl$; and

G31) $N(R^{48})C(O)R^{49}$ wherein

R^{48} represents H or $(C_1-C_3)alkyl$; and

R^{49} represents

$(CH_2)_{1-3}-CO_2H$,

$O(C_2-C_4)alkyl$,

$(CH_2)_{1-4}-NR^{50}R^{51}$ wherein

R^{50} and R^{51} independently represent H or

$(C_1-C_3)alkyl$, or

$CH(R^{52})-NR^{53}R^{54}$ wherein

R^{52} represents $(CH_2)_{1-4}-NH_2$, CH_2OH ,

$CH(CH_3)OH$, or $(C_1-C_3)alkyl$; and

R^{53} and R^{54} independently represent H or

$(C_1-C_3)alkyl$.

3. (Original) The compound of claim 2

wherein

R^1 represents H;

R^2 represents $O(C_1-C_3)alkyl$ or NR^3R^4

wherein R^3 and R^4 are H or $(C_1-C_3)alkyl$;

R^{2a} represents H;

L represents O or CR^6R^7 wherein

R^6 and R^7 are independently H, CH_3 , or OH;

G'' represents a substituent selected from the group consisting of $O(C_1-C_3)alkyl$, halogen,

and CF_3 ;

n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

G1) Cl or F;

G2) O(C₁-C₃)alkyl;

G3) OH;

G4) (C₁-C₃)alkyl, which is optionally substituted up to three times by halogen;

G5) OCF₃;

G8) NR¹⁰R¹¹, wherein

R¹⁰ and R¹¹ are independently selected from

H,

CH₃,

cyclopropyl,

benzyl,

NR¹²R¹³ wherein

R¹² and R¹³ are independently H or (C₁-C₃)alkyl, provided

that both R¹⁰ and R¹¹ are not NR¹²R¹³ simultaneously,

and

(C₂-C₄)alkyl which is optionally substituted up to three times by

halogen, and up to two times by substituent groups

independently selected from hydroxyl, O(C₁-C₃)alkyl, and

NR¹⁴R¹⁵, wherein

R¹⁴ and R¹⁵ are independently H or (C₁-C₃)alkyl, or

R¹⁴ and R¹⁵ can join to form a heterocycle of

formula  wherein

Q represents CH₂, O, or NR¹⁶, and

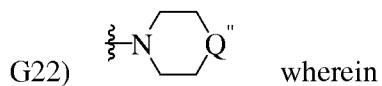
R¹⁶ represents H or (C₁-C₃)alkyl,

G12) $\text{OSO}_2\text{NR}^{23}\text{R}^{24}$ wherein

R^{23} and R^{24} independently represent H, CH_3 , or $(\text{C}_2\text{-C}_4)\text{alkyl}$ which may optionally be substituted once by OH or $\text{NR}^{25}\text{R}^{26}$, wherein

R^{25} and R^{26} independently represent H or $(\text{C}_1\text{-C}_3)\text{alkyl}$;

G13) CN ;



Q'' is O or NR^{30} , and

R^{30} is H or $(\text{C}_1\text{-C}_3)\text{alkyl}$; and

G31) $\text{N}(\text{R}^{48})\text{C}(\text{O})\text{R}^{49}$ wherein

R^{48} represents H or $(\text{C}_1\text{-C}_3)\text{alkyl}$; and

R^{49} represents

$(\text{CH}_2)_{1\text{-}3}\text{-CO}_2\text{H}$,

$\text{O}(\text{C}_2\text{-C}_4)\text{alkyl}$,

$(\text{CH}_2)_{1\text{-}4}\text{-NR}^{50}\text{R}^{51}$ wherein

R^{50} and R^{51} independently represent H or $(\text{C}_1\text{-C}_3)\text{alkyl}$, or

$\text{CH}(\text{R}^{52})\text{-NR}^{53}\text{R}^{54}$ wherein

R^{52} represents $(\text{CH}_2)_{1\text{-}4}\text{-NH}_2$, CH_2OH , $\text{CH}(\text{CH}_3)\text{OH}$, or

$(\text{C}_1\text{-C}_3)\text{alkyl}$; and

R^{53} and R^{54} independently represent H or $(\text{C}_1\text{-C}_3)\text{alkyl}$.

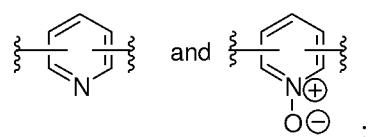
4. (Original) The compound of claim 1

wherein

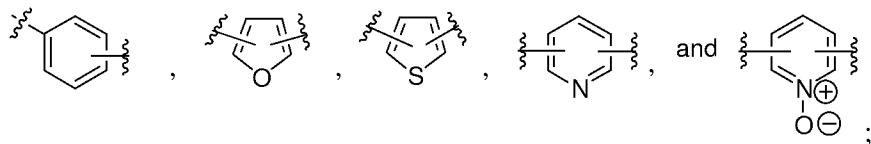
R^1 represents H;

M represents CH;

J represents a heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G21, G25, G26, and G31;

and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

G1) halogen ;

G2) O(C₁-C₄)alkyl which optionally is substituted up to two times by O(C₁-C₂)alkyl;

G3) OH ;

G4) (C₁-C₅)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;

G5) OCF₃;

G8) NR¹⁰R¹¹, wherein

R^{10} and R^{11} are independently selected from

H,

CH_3 ,

cyclopropyl,

benzyl,

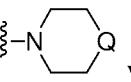
$NR^{12}R^{13}$ wherein

R^{12} and R^{13} are independently H or (C_1-C_3) alkyl, provided that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,

and

(C_2-C_4) alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, $O(C_1-C_3)$ alkyl, and $NR^{14}R^{15}$, wherein

R^{14} and R^{15} are independently H or (C_1-C_3) alkyl, or R^{14} and R^{15} can join to form a heterocycle of

formula  wherein

Q represents CH_2 , O, or NR^{16} , and

R^{16} represents H or (C_1-C_3) alkyl,

or

R^{10} and R^{11} may be joined to form a saturated 5-6-membered

N-containing ring which is optionally substituted up to two times by

OH ,

$NR^{17}R^{18}$, wherein

R^{17} and R^{18} are H or (C_1-C_3) alkyl,

or by

(C_1-C_3) alkyl which is optionally substituted up to two times by halogen, OH , or $O(C_1-C_3)$ alkyl;

G12) $OSO_2NR^{23}R^{24}$ wherein

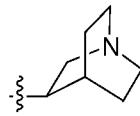
R^{23} and R^{24} independently represent H, CH_3 , or $(C_2-C_4)alkyl$ which may optionally be substituted once by OH or $NR^{25}R^{26}$, wherein R^{25} and R^{26} independently represent H or $(C_1-C_3)alkyl$;

G21) $C(O)NR^{28}R^{29}$, wherein

R^{28} and R^{29} are independently selected from

H,

cyclopropyl, provided that both R^{28} and R^{29} are not simultaneously cyclopropyl,



, provided that this group does not constitute both R^{28} and R^{29} simultaneously,

and

$(C_1-C_3)alkyl$ which is optionally substituted up to two times by OH;

or

R^{28} and R^{29} may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by OH, or by $(C_1-C_3)alkyl$ which in turn is optionally substituted up to two times by OH or $O(C_1-C_3)alkyl$;

G25) $\text{Q}^{iv}-\text{C}(=\text{O})-\text{N}(\text{Q}^{iv})$ wherein

Q^{iv} is O or NR^{34} ; and

R^{34} is H, $(C_1-C_3)alkyl$, or cyclopropyl;

G26) $C(O)NR^{35}(CH_2)_tOR^{36}$ wherein

R^{35} is H, $(C_1-C_3)alkyl$, or cyclopropyl;

R^{36} is $(C_1-C_6)alkyl$ optionally substituted up to two times by halogen, OH, or $O(C_1-C_3)alkyl$, and

the subscript "f" is an integer of 2-4; and

G31) $N(R^{48})C(O)R^{49}$ wherein
 R^{48} represents H or (C_1-C_3) alkyl; and
 R^{49} represents
 $(CH_2)_{1-3}-CO_2H$,
 $O(C_2-C_4)$ alkyl,
 $(CH_2)_{1-4}-NR^{50}R^{51}$ wherein
 R^{50} and R^{51} independently represent H or (C_1-C_3) alkyl, or
 $CH(R^{52})-NR^{53}R^{54}$ wherein
 R^{52} represents $(CH_2)_{1-4}-NH_2$, CH_2OH , $CH(CH_3)OH$, or
 (C_1-C_3) alkyl; and
 R^{53} and R^{54} independently represent H or (C_1-C_3) alkyl.

5. (Original) The compound of claim 4

wherein

R^1 represents H;

R^2 represents $O(C_1-C_3)$ alkyl or NR^3R^4

wherein R^3 and R^4 are H or (C_1-C_3) alkyl;

R^{2a} represents H;

L represents O or CR^6R^7 , wherein

R^6 and R^7 are independently H, CH_3 , or OH;

G' represents a substituent selected from the group consisting of $O(C_1-C_3)$ alkyl, halogen,

and CF_3 ;

n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

G1) Cl or F;

G2) $O(C_1-C_3)$ alkyl;

G3) OH;

G4) (C_1 - C_3)alkyl, which is optionally substituted up to three times by halogen;

G5) OCF_3 ;

G8) $NR^{10}R^{11}$, wherein

R^{10} and R^{11} are independently selected from

H,

CH_3 ,

cyclopropyl,

benzyl,

$NR^{12}R^{13}$ wherein

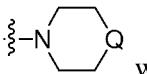
R^{12} and R^{13} are independently H or (C_1 - C_3)alkyl, provided that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,

and

(C_2 - C_4)alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, $O(C_1$ - C_3)alkyl, and $NR^{14}R^{15}$, wherein

R^{14} and R^{15} are independently H or (C_1 - C_3)alkyl, or

R^{14} and R^{15} can join to form a heterocycle of

formula  wherein

Q represents CH_2 , O, or NR^{16} , and

R^{16} represents H or (C_1 - C_3)alkyl,

G12) $OSO_2NR^{23}R^{24}$ wherein

R^{23} and R^{24} independently represent H, CH_3 , or (C_2 - C_4)alkyl which may

optionally be substituted once by OH or $NR^{25}R^{26}$, wherein

R^{25} and R^{26} independently represent H or (C_1 - C_3)alkyl;

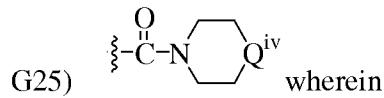
G21) $C(O)NR^{28}R^{29}$, wherein

R^{28} and R^{29} are independently selected from

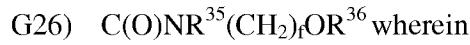
H

and

(C₁-C₃)alkyl which is optionally substituted up to two times by
OH;



Q^{iv} is O or NR³⁴; and
R³⁴ is H or (C₁-C₃)alkyl;



R³⁵ is H or (C₁-C₃)alkyl;
R³⁶ is (C₁-C₆)alkyl optionally substituted up to two times by
halogen, OH, or O(C₁-C₃)alkyl, and

the subscript "f" is an integer of 2-4; and



R⁴⁸ represents H or (C₁-C₃)alkyl; and

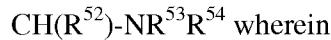
R⁴⁹ represents

(CH₂)₁₋₃-CO₂H ,

O(C₂-C₄)alkyl,



R⁵⁰ and R⁵¹ independently represent H or (C₁-C₃)alkyl, or



R⁵² represents (CH₂)₁₋₄-NH₂, CH₂OH, CH(CH₃)OH, or

(C₁-C₃)alkyl; and

R⁵³ and R⁵⁴ independently represent H or (C₁-C₃)alkyl.

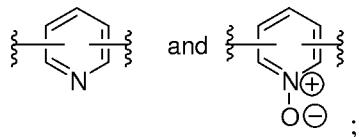
6. (Original) The compound of claim 1

wherein

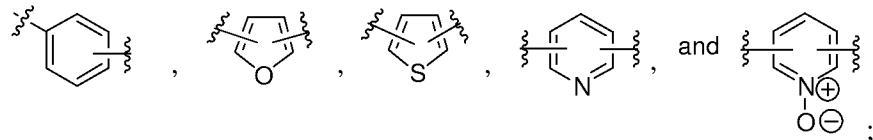
R¹ represents H;

M represents CH;

J represents an aromatic or heteroaromatic ring selected from the group consisting of



Y represents an aromatic or heteroaromatic ring selected from the group consisting of



n and n' are independently 0, 1, 2, or 3, subject to the provisos that

- 1) ring J and ring Y each may be substituted independently up to 3 times by substituents listed below as numbers G1-G2, to a maximum total of 4 substituents on rings J and Y,
- 2) ring J and ring Y each may be substituted independently up to 2 times by substituents listed below as numbers G3-G5 and G8, to a maximum total of 3 substituents on rings J and Y, and
- 3) ring J and ring Y each may be substituted independently once by a substituent selected from those listed below as numbers G12, G22, and G31;

and subject to the further proviso

- 4) when J is pyridyl, n is 1, 2, or 3;

and proviso 5 does not apply;

G and G' moieties are independently selected from the group consisting of:

G1) halogen ;

G2) O(C₁-C₄)alkyl which optionally is substituted up to two times by O(C₁-C₂)alkyl;

G3) OH ;

G4) (C_1 - C_5)alkyl, which is optionally substituted independently up to two times by groups selected from hydroxyl and cyano, or up to three times by halogen;

G5) OCF_3 ;

G8) $NR^{10}R^{11}$, wherein
 R^{10} and R^{11} are independently selected from
H,
 CH_3 ,
cyclopropyl,
benzyl,
 $NR^{12}R^{13}$ wherein

R^{12} and R^{13} are independently H or (C_1 - C_3)alkyl, provided that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,

and

(C_2 - C_4)alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, $O(C_1$ - $C_3)$ alkyl, and $NR^{14}R^{15}$, wherein

R^{14} and R^{15} are independently H or (C_1 - C_3)alkyl, or R^{14} and R^{15} can join to form a heterocycle of

formula  Q wherein

Q represents CH_2 , O, or NR^{16} , and

R^{16} represents H or (C_1 - C_3)alkyl,

or

R^{10} and R^{11} may be joined to form a saturated 5-6-membered N-containing ring which is optionally substituted up to two times by
OH,
 $NR^{17}R^{18}$, wherein

R^{17} and R^{18} are H or (C_1-C_3) alkyl,

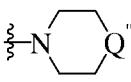
or by

(C_1-C_3) alkyl which is optionally substituted up to two times by
halogen, OH, or $O(C_1-C_3)$ alkyl;

G12) $OSO_2NR^{23}R^{24}$ wherein

R^{23} and R^{24} independently represent H, CH_3 , or (C_2-C_4) alkyl which may
optionally be substituted once by OH or $NR^{25}R^{26}$, wherein

R^{25} and R^{26} independently represent H or (C_1-C_3) alkyl;

G22)  wherein

Q'' is O or NR^{30} , and

R^{30} is

H,

cyclopropyl, or

(C_1-C_3) alkyl which is optionally substituted once by
halogen, OH, or $O(C_1-C_3)$ alkyl; and

G31) $N(R^{48})C(O)R^{49}$ wherein

R^{48} represents H or (C_1-C_3) alkyl; and

R^{49} represents

$(CH_2)_{1-3}CO_2H$,

$O(C_2-C_4)$ alkyl,

$(CH_2)_{1-4}NR^{50}R^{51}$ wherein

R^{50} and R^{51} independently represent H or (C_1-C_3) alkyl, or

$CH(R^{52})-NR^{53}R^{54}$ wherein

R^{52} represents $(CH_2)_{1-4}NH_2$, CH_2OH , $CH(CH_3)OH$, or

(C_1-C_3) alkyl; and

R^{53} and R^{54} independently represent H or (C_1-C_3) alkyl.

7. (Original) The compound of claim 6

wherein

R^1 represents H;

R^2 represents $O(C_1-C_3)alkyl$, or NR^3R^4

wherein R^3 and R^4 are H or $(C_1-C_3)alkyl$;

R^{2a} represents H;

L represents O or CR^6R^7 , wherein

R^6 and R^7 are independently H, CH_3 , or OH;

G' represents a substituent selected from the group consisting of $O(C_1-C_3)alkyl$, halogen, and CF_3 ;

n and n' are independently 0 or 1, and provisos 1-3 do not apply;

G and G' moieties are independently selected from the group consisting of:

G1) Cl or F;

G2) $O(C_1-C_3)alkyl$;

G3) OH;

G4) $(C_1-C_3)alkyl$, which is optionally substituted up to three times by halogen;

G5) OCF_3 ;

G8) $NR^{10}R^{11}$, wherein

R^{10} and R^{11} are independently selected from

H,

CH_3 ,

cyclopropyl,

benzyl,

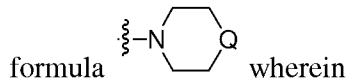
$NR^{12}R^{13}$ wherein

R^{12} and R^{13} are independently H or $(C_1-C_3)alkyl$, provided that both R^{10} and R^{11} are not $NR^{12}R^{13}$ simultaneously,

and

(C₂-C₄)alkyl which is optionally substituted up to three times by halogen, and up to two times by substituent groups independently selected from hydroxyl, O(C₁-C₃)alkyl, and NR¹⁴R¹⁵, wherein

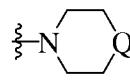
R¹⁴ and R¹⁵ are independently H or (C₁-C₃)alkyl, or R¹⁴ and R¹⁵ can join to form a heterocycle of



Q represents CH₂, O, or NR¹⁶, and R¹⁶ represents H or (C₁-C₃)alkyl;

G12) OSO₂NR²³R²⁴ wherein

R²³ and R²⁴ independently represent H, CH₃, or (C₂-C₄)alkyl which may optionally be substituted once by OH or NR²⁵R²⁶, wherein R²⁵ and R²⁶ independently represent H or (C₁-C₃)alkyl;

G22)  wherein

Q'' is O or NR³⁰, and

R³⁰ is H or (C₁-C₃)alkyl; and

G31) N(R⁴⁸)C(O)R⁴⁹ wherein

R⁴⁸ represents H or (C₁-C₃)alkyl; and

R⁴⁹ represents

(CH₂)₁₋₃-CO₂H,

O(C₂-C₄)alkyl,

(CH₂)₁₋₄-NR⁵⁰R⁵¹ wherein

R⁵⁰ and R⁵¹ independently represent H or (C₁-C₃)alkyl, or

CH(R⁵²)-NR⁵³R⁵⁴ wherein

R^{52} represents $(CH_2)_{1-4}-NH_2$, CH_2OH , $CH(CH_3)OH$, or

$(C_1-C_3)alkyl$; and

R^{53} and R^{54} independently represent H or $(C_1-C_3)alkyl$.

8. (Original) A compound selected from the group consisting of
4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}-*N*-methylpyridine-2-carboxamide;
4-{3-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carboxamide;
4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridine-2-carbonitrile;
6-phenyl-*N*⁴-(4-[(2-(trifluoromethyl)pyridin-4-yl)oxy]phenyl)pyrimidine-2,4-diamine;
*N*⁴-{4-[(2-chloropyridin-4-yl)oxy]phenyl}-6-phenylpyrimidine-2,4-diamine;
4-{2-amino-6-[(4-[(2-(trifluoromethyl)pyridin-4-yl)oxy]phenyl)amino]pyrimidin-4-yl}phenyl sulfamate;
N-(4-{2-amino-6-[(4-[(2-(trifluoromethyl)pyridin-4-yl)oxy]phenyl)amino]pyrimidin-4-yl}phenyl)glycinamide trifluoroacetate;
6-(4-aminophenyl)-*N*⁴-(4-[(2-(trifluoromethyl)pyridin-4-yl)oxy]phenyl)pyrimidine-2,4-diamine;
6-(6-aminopyridin-3-yl)-*N*⁴-(4-[(2-(trifluoromethyl)pyridin-4-yl)oxy]phenyl)pyrimidine-2,4-diamine;
6-pyridin-3-yl-*N*⁴-(4-[(2-(trifluoromethyl)pyridin-4-yl)oxy]phenyl)pyrimidine-2,4-diamine;
N-[(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]-4-methoxybenzenesulfonamide trifluoroacetate;
N-[(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methyl]methanesulfonamide trifluoroacetate;
and
(4-{4-[(2-amino-6-phenylpyrimidin-4-yl)amino]phenoxy}pyridin-2-yl)methanol trifluoroacetate (salt).

9. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

10. (Currently amended) A method of treatment ~~for a hyperproliferative disorder of breast cancer~~ comprising administering an effective amount of a compound of claim 1 to a subject in need thereof.

11. (Canceled)